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Chairman, Plaintiff's Executive Committee

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

In re Autodesk, Inc. Derivative Litigation)	Master File No.: 06-07185-PJH
)	
)	DERIVATIVE ACTION
This Document Relates To:)	
ALL MATTERS)	STIPULATION AND [PROPOSED]
)	ORDER CONTINUING INITIAL CASE
)	MANAGEMENT CONFERENCE
)	

**STIPULATION AND [PROPOSED] ORDER
CONTINUING INITIAL CASE MANAGEMENT
CONFERENCE; MASTER FILE NO. 06-07185-PJH**

1 WHEREAS, the Initial Case Management Conference (the "Conference") is currently
2 scheduled for 2:30 p.m. on March 1, 2007;

3 WHEREAS, on February 8, 2007, the parties filed a Joint Case Management Conference
4 Statement and [Proposed] Order (the "Statement");

5 WHEREAS, pursuant to this Court's Order dated January 3, 2007, Lead Plaintiff
6 presently is obligated to file a Consolidated Complaint on or before April 3, 2007 and
7 Defendants are not obligated to respond to the current complaint;

8 WHEREAS, and the parties agree that any such Complaint would be subject to further
9 amendment, once Autodesk completes its internal review of its historical stock option granting
10 practices, makes any resulting financial disclosures, and issues any related public filings and/or
11 amends or restates any existing filings;

12 WHEREAS, in light of the current procedural posture of this matter, and as the Statement
13 reflects, the parties believe that it would be premature to discuss discovery and other case
14 management issues at this time and, therefore, the interests of judicial economy are better served
15 by postponing the Conference until after Lead Plaintiff has filed his Amended Complaint and
16 Defendants have responded to that complaint;

17 WHEREAS, as of February 8, 2007, the parties determined from review of the Court's
18 calendar, on advice of the Court's Calendar Clerk, that the Court would be available for a
19 Conference at 2:30 p.m. on June 28, 2007; and

20 WHEREAS, the parties request the Court to enter separately the [Proposed] Order
21 accompanying the Statement as the Court's Case Management Order without holding the
22 conference presently scheduled for March 1, 2007;

23 IT IS THEREFORE STIPULATED AND AGREED by Lead Plaintiff and Defendants,
24 through their respective counsel of record, that:

25 The Initial Case Management Conference scheduled for 2:30 p.m. on March 1, 2007
26 shall be taken off the calendar and rescheduled for 2:30 p.m. on June 28, 2007;

1 Lead Plaintiff shall file his Amended Complaint within 60 days of the date that the
2 internal investigation is completed and that relevant financial disclosures are publicly
3 disclosed;

4 The Amended Complaint shall be served on all Defendants who have entered an
5 appearance in the lawsuit by serving the Amended Complaint on their counsel of record and
6 Defendants shall answer or otherwise respond to the Amended Complaint no later than 60 days
7 after the service of the Amended Complaint;

8 If any Defendant files any motion challenging the sufficiency of the Amended
9 Complaint, Lead Plaintiff shall file and serve his opposition thereto within 60 days from the
10 service of such motion, and Defendants' reply shall be due 30 days after service of the
11 opposition; and

12 If such motions are denied in whole or in part, Defendants shall answer the Amended
13 Complaint within 30 days of resolution of such motions.

14 DATED February 8, 2007.

/s/Juli E. Farris

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DATED February 8, 2007.

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Larry W. Wangberg**

I, Juli E. Farris, am the ECF user whose ID and password are being used to file this
JOINT CASE MANAGEMENT STATEMENT AND [PROPOSED] ORDER. In compliance
with General Order 45, X.B., I hereby attest that Rodney Strickland has concurred in this filing.

/s/Juli E. Farris
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**STIPULATION AND [PROPOSED] ORDER
CONTINUING INITIAL CASE MANAGEMENT
CONFERENCE; MASTER FILE NO. 06-07185-
PJH**

* * *

ORDER

PURSUANT TO STIPULATION, the Initial Case Management Conference scheduled for 2:30 p.m. on March 1, 2007 shall be taken off calendar and rescheduled for 2:30 p.m. on June 28, 2007 or at another time convenient for the Court;

Lead Plaintiff shall file his Amended Complaint within 60 days of the date that the internal investigation is completed and that relevant financial disclosures are publicly disclosed;

The Amended Complaint shall be served on all Defendants who have entered an appearance in the lawsuit by serving the Amended Complaint on their counsel of record and Defendants shall answer or otherwise respond to the Amended Complaint no later than 60 days after the service of the Amended Complaint;

If any Defendant files any motion challenging the sufficiency of the Amended Complaint, Lead Plaintiff shall file and serve his opposition thereto within 60 days from the service of such motion, and Defendants' reply shall be due 30 days after service of the opposition; and

If such motions are denied in whole or in part, Defendants shall answer the Amended Complaint within 30 days of resolution of such motions.

IT IS SO ORDERED.

DATED: 2/9/07 _____

THE HONORABLE
UNITED STATES JUDGE

